

<b>SCC eFile</b>	<b>2013 ANNUAL REPORT COMMONWEALTH OF VIRGINIA STATE CORPORATION COMMISSION</b>	<b>213560102</b>																																			
<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <p>1.) CORPORATION NAME: <b>CareFirst, Inc.</b></p> <p>2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: <b>CT CORPORATION SYSTEM 4701 COX ROAD, SUITE 285 GLEN ALLEN, VA</b></p> <p>3.) CITY OR COUNTY OF VA REGISTERED OFFICE: <b>HENRICO COUNTY</b></p> <p>4.) STATE OR COUNTRY OF INCORPORATION: <b>MD</b></p> </div> <div style="width: 35%;"> <p>DUE DATE: <b>12/31/2013</b></p> <p>SCC ID NO: <b>F1321803</b></p> <p>5.) STOCK INFORMATION</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">CLASS</td> <td style="width: 50%;">AUTHORIZED</td> </tr> </table> </div> </div>			CLASS	AUTHORIZED																																	
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<p>6.) PRINCIPAL OFFICE ADDRESS:</p> <p style="text-align: center;">ADDRESS: 1501 S CLINTON ST</p> <p style="text-align: center;">CITY/ST/ZIP: BALTIMORE, MD 21224</p>																																					
<p>7.) DIRECTORS AND PRINCIPAL OFFICERS:      All directors and principal officers must be listed. An individual may be designated as both a director and an officer.</p>																																					
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 55%;"></td> <td style="width: 10%; text-align: center;"><input checked="" type="checkbox"/></td> <td style="width: 20%;">OFFICER</td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 5%;"></td> <td style="width: 10%; text-align: center;"><input type="checkbox"/></td> <td style="width: 10%;">DIRECTOR</td> </tr> <tr> <td>NAME:</td> <td colspan="6">CHESTER E BURRELL</td> </tr> <tr> <td>TITLE:</td> <td colspan="6">PRESIDENT/CEO</td> </tr> <tr> <td>ADDRESS:</td> <td colspan="6">1501 S. CLINTON STREET</td> </tr> <tr> <td>CITY/ST/ZIP/CO:</td> <td colspan="6">BALTIMORE, MD 21224</td> </tr> </table>				<input checked="" type="checkbox"/>	OFFICER	<input type="checkbox"/>		<input type="checkbox"/>	DIRECTOR	NAME:	CHESTER E BURRELL						TITLE:	PRESIDENT/CEO						ADDRESS:	1501 S. CLINTON STREET						CITY/ST/ZIP/CO:	BALTIMORE, MD 21224					
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ADDRESS:	1501 S. CLINTON STREET																																				
CITY/ST/ZIP/CO:	BALTIMORE, MD 21224																																				

NAME:	JEANNE A KENNEDY	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
TITLE:	TREASURER		
ADDRESS:	10455 MILL RUN CIRCLE		
CITY/ST/ZIP/CO:	OWINGS MILLS, MD 21117		
NAME:	LARRY D BAILEY, CPA	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	1718 M STREET, NW		
CITY/ST/ZIP/CO:	SUITE 373 WASHINGTON, DC 20036		
NAME:	NEIL O ALBERT	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	1358 LOCUST ROAD, NW		
CITY/ST/ZIP/CO:	WASHINGTON, DC 20012		
NAME:	DAVID S BLITZSTEIN	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	1775 K STREET, NW		
CITY/ST/ZIP/CO:	WASHINGTON, DC 20006		
NAME:	DAVID S COHEN	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	11506 CUSHMAN ROAD		
CITY/ST/ZIP/CO:	ROCKVILLE, MD 20852		
NAME:	HENRY GREEN	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	1740 FOREST DRIVE		
CITY/ST/ZIP/CO:	ANNAPOLIS, MD 21401		
NAME:	MICHELE V HAGANS	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	3298 FORT LINCOLN DRIVE, NE		
CITY/ST/ZIP/CO:	WASHINGTON, DC 20018		
NAME:	JOSEPH G HALL	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	3637 JENIFER STREET, NW		
CITY/ST/ZIP/CO:	WASHINGTON, DC 20015		
NAME:	ARTIS G HAMPSHIRE-COWAN	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	3306 SHORTRIDGE LANE		
CITY/ST/ZIP/CO:	MITCHELLVILLE, MD 20721		
NAME:	ELIZABETH OLIVER-FARROW	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	3107 BROOKLAWN TERRACE		
CITY/ST/ZIP/CO:	CHEVY CHASE, MD 20815		
NAME:	AMY S OWENS	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	13300 WOODRIDGE LANE, SW		
CITY/ST/ZIP/CO:	CUMBERLAND, MD 21502		

NAME:	JOHN F REIM	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	10812 PLEASANT HILL DRIVE		
CITY/ST/ZIP/CO:	POTOMAC, MD 20854		
NAME:	PATRICIA A RODRIQUEZ, MD	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	1700 CLAREDON BOULEVARD		
CITY/ST/ZIP/CO:	APT 158 ARLINGTON, VA 22209		
NAME:	WAYNE L ROGERS	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	191 MAIN STREET		
CITY/ST/ZIP/CO:	ANNAPOLIS, MD 21401		
NAME:	MARGARET SCOTT SCHIFF, CPA, MBA	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	5 PARK PLACE		
CITY/ST/ZIP/CO:	UNIT 119 ANNAPOLIS, MD 21401		
NAME:	STEPHEN L WAECHTER	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	9 SCOTTISH AUTUMN COURT		
CITY/ST/ZIP/CO:	DARNESTOWN, MD 20878		
NAME:	ROBERT L SLOAN	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	5117 52ND STREET, NW		
CITY/ST/ZIP/CO:	WASHINGTON, DC 20016		
NAME:	GERALD E STONE	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	17 DARNEY COURT		
CITY/ST/ZIP/CO:	KINGSVILLE, MD 21087		
NAME:	KIMA J TAYLOR, MD, MPH	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	15305 MORNINGMIST LANE		
CITY/ST/ZIP/CO:	SILVER SPRING, MD 20906		
NAME:	JAMES WALLACE, CPA	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	855 BIG ROAD		
CITY/ST/ZIP/CO:	LUSBY, MD 20657		
NAME:	ELLEN J WATERS	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	10037 BLUE MARLIN DRIVE		
CITY/ST/ZIP/CO:	OCEAN CITY, MD 21842		
NAME:	JAMES J XINIS	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	100 HOSPITAL ROAD		
CITY/ST/ZIP/CO:	PRINCE FREDERICK, MD 20678		

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

<u>/s/ MARY E GIBLIN</u>	<u>MARY E GIBLIN, ASST</u>	<u>12/19/2013</u>
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	SECRETARY PRINTED NAME AND CORPORATE TITLE	DATE

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.